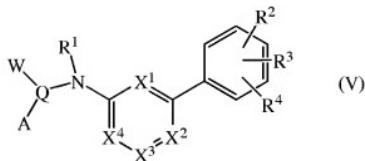


CLAIM AMENDMENTS

1-9. (canceled)

10. (currently amended): A compound of the formula (V)



or a pharmaceutically acceptable ~~prodrug~~, salt, enantiomer, or diastereomer form thereof, wherein said ~~prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V);~~

wherein X¹ and X² are N and X³ and X⁴ are C independently substituted with Y;

R¹ is H, C₁₋₆ alkyl, C₁₋₆ alkylNR⁵R⁶, C₁₋₆ alkylNR⁵COR⁶, C₁₋₆ alkylNR⁵SO₂R⁶, C₁₋₆ alkylCO₂R⁵, or C₁₋₆ alkylCONR⁵R⁶,

wherein R⁵ and R⁶ are each independently H, C₁₋₄ alkyl, aryl, hetaryl, C₁₋₄ alkylaryl, or C₁₋₄ alkylhetaryl or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR⁷;

wherein R⁷ is H or C₁₋₄ alkyl;

R² is selected from OH, C₁₋₆ alkylOH, OC₂₋₆ alkylOH, C₁₋₆ alkylNR⁸R⁹, OC₂₋₆ alkylNR⁸R⁹, C₁₋₆ alkylNR⁸COR⁹, OC₂₋₆ alkylNR⁸COR⁹, C₁₋₆ alkylhetaryl, OC₂₋₆ alkylhetaryl, OCONR⁸R⁹, NR⁸COOR⁹, NR¹⁰CONR⁸R⁹, CONR⁸R⁹, and NR⁸COR¹²;

wherein R⁸ and R⁹ are each independently H, C₁₋₄ alkyl, C₁₋₄ alkylNR¹¹R¹³, hetaryl, or cyclohetalkyl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR¹⁴;

wherein R¹² is C₂₋₄ alkyl, C₁₋₄ alkylNR¹¹R¹³, hetaryl, or cyclohetalkyl;

wherein R¹¹ and R¹³ are each independently H, or C₁₋₄ alkyl, or may be joined to form ~~an~~ an optionally substituted a 3-8 membered ring optionally containing one of O, S or NR¹⁴;

wherein R¹⁴ is H or C₁₋₄ alkyl;

wherein R¹⁰ is H or C₁₋₄ alkyl;

R³ and R⁴ are each independently H, halogen, C₁₋₄ alkyl, OH, OC₁₋₄ alkyl, CF₃, or OCF₃;

Q is a bond, or is C₁₋₄ alkyl-when W is present;

W is selected from C₁₋₄ alkyl, and C₂₋₆ alkenyl; where C₁₋₄ alkyl or C₂₋₆ alkenyl may be optionally substituted with C₁₋₄ alkyl, OH, OC₁₋₄ alkyl, or NR¹⁵R¹⁶;

wherein R¹⁵, and R¹⁶ are each independently H, C₁₋₄ alkyl, C₁₋₄ alkyl cycloalkyl, C₁₋₄ alkyl cyclohetalkyl, aryl, or hetaryl, or may be joined to form an optionally substituted a 3-8 membered ring optionally containing one of O, S or NR¹⁷;

wherein R¹⁷ is H, or C₁₋₄ alkyl;

A is aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen, C₁₋₄ alkyl, CF₃, aryl, hetaryl, OCF₃, OC₁₋₄ alkyl, OC₂₋₅ alkylNR¹⁸R¹⁹, Oaryl, Ohetaryl, CO₂R¹⁸, CONR¹⁸R¹⁹, NR¹⁸R¹⁹, C₁₋₄ alkylNR¹⁸R¹⁹, NR²⁰C₁₋₄ alkylNR¹⁸R¹⁹, NR¹⁸COR¹⁹, NR²⁰CONR¹⁸R¹⁹, and NR¹⁸SO₂R¹⁹;

wherein R¹⁸ and R¹⁹ are each independently H, C₁₋₄ alkyl, C₁₋₄ alkyl cyclohetalkyl, aryl, hetaryl, C₁₋₄ alkyl aryl, or C₁₋₄ alkyl hetaryl, or may be joined to form an optionally substituted a 3-8 membered ring optionally containing one of O, S or NR²¹;

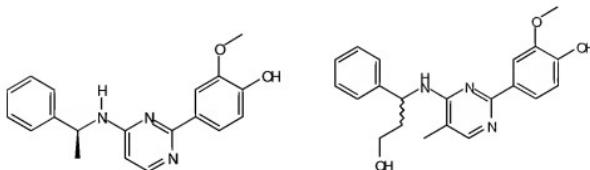
wherein R²¹ is H or C₁₋₄ alkyl;

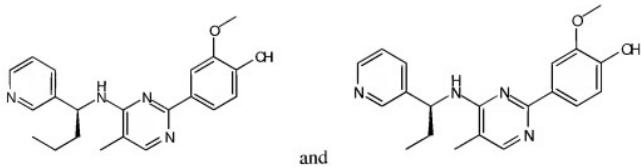
wherein R²⁰ is H or C₁₋₄ alkyl;

Y is selected from H, C₁₋₄ alkyl, OH, and NR²²R²³;

wherein R²², R²³ are each independently H or C₁₋₄ alkyl.

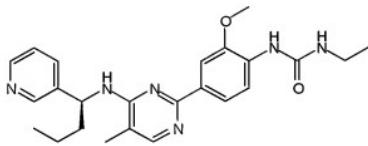
11. (currently amended): A compound according to claim 10 selected from the group consisting of:





or a pharmaceutically acceptable prodrug, salt or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V).

12. (currently amended): A compound of the formula:



or a pharmaceutically acceptable prodrug, salt or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V).

13. (canceled)

14. (previously presented): A composition comprising a carrier and at least one compound according to claim 10.

15. (withdrawn): A method to treat a hyperproliferation-related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

16. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is treatable by the modulation of microtubule polymerisation.

17. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is selected from the group consisting of cancer, infectious diseases, vascular restenosis or inflammatory diseases.

18. (withdrawn): A method to treat a protein-kinase related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 16.

19. (withdrawn): The method of claim 18, wherein the protein-kinase related disorder or disease state is selected from the group consisting of atopy, cell mediated hypersensitivity, rheumatic diseases, other autoimmune diseases and viral diseases.

20. (withdrawn): A method to treat diseases and conditions associated with inflammation and infection in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

21. (previously presented): A composition comprising a carrier and at least one compound according to claim 11.

22. (previously presented): A composition comprising a carrier and at least one compound according to claim 12.

23. (previously presented): The compound of claim 10, wherein R² is selected from C₁₋₆ alkylOH, OC₂₋₆ alkylOH, C₁₋₆ alkylNR⁸R⁹, OC₂₋₆ alkylNR⁸R⁹, C₁₋₆ alkylNR⁸COR⁹, OC₂₋₆ alkylNR⁸COR⁹, C₁₋₆ alkylhetaryl, OC₂₋₆ alkylhetaryl, OCONR⁸R⁹, NR⁸COOR⁹, NR¹⁰CONR⁸R⁹, CONR⁸R⁹, and NR⁸COR¹².

24. (currently amended): The compound of claim 23, wherein:

R¹ is H, C₁₋₆ alkyl, C₁₋₆ alkylNR⁵R⁶, where R⁵ and R⁶ are each independently H, C₁₋₄ alkyl, aryl, or hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR⁷;

wherein R⁷ is H or C₁₋₄ alkyl;

Q is CH;

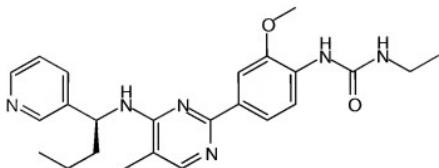
W is C₁₋₄ alkyl, or C₂₋₆ alkenyl; where C₁₋₄ alkyl or C₂₋₆ alkenyl may be optionally substituted with C₁₋₄ alkyl, OH, OC₁₋₄ alkyl or NR¹⁵R¹⁶;

R¹⁵, and R¹⁶ are each independently H or C₁₋₄ alkyl, or may be joined to form an optionally substituted a 3-8 membered ring optionally containing one of O, S or NR¹⁷;

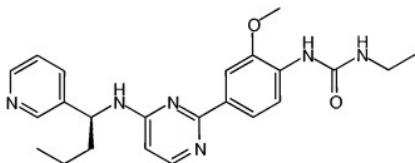
A is aryl, or hetaryl optionally substituted with 0-2 substituents independently selected from halogen, C₁₋₄ alkyl, CF₃, aryl, hetaryl, OCF₃, OC₁₋₄ alkyl, OC₂₋₅ alkylNR¹⁸R¹⁹, Oaryl, Ohetaryl, CO₂R¹⁸, CONR¹⁸R¹⁹, NR¹⁸R¹⁹, C₁₋₄ alkylNR¹⁸R¹⁹, NR²⁰C₁₋₄ alkylNR¹⁸R¹⁹, NR¹⁸COR¹⁹, NR²⁰CONR¹⁸R¹⁹, and NR¹⁸SO₂R¹⁹; and

Y is selected from H, C₁₋₄ alkyl and NR²²R²³.

25. (currently amended): The compound of claim 23 selected from:



and



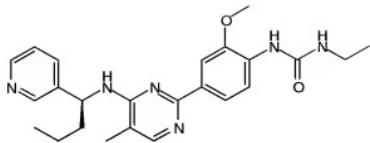
or a pharmaceutically acceptable ~~prodrug~~, salt or enantiomer form thereof, wherein ~~said prodrug form is a phosphate ester joined to a phosphorous oxygen bond to a free OH of the compound of formula (V).~~

26. (previously presented): A composition comprising a carrier and at least one compound according to claim 23.

27. (previously presented): A composition comprising a carrier and at least one compound according to claim 24.

28. (previously presented): A composition comprising a carrier and at least one compound according to claim 25.

29. (new): A compound of the formula:



30. (new): A composition comprising a carrier and at least one compound according to claim 29.